

# **EXHIBIT 2**

**Redacted Version of Exhibit D to the  
Declaration of Francis Telesca (previously  
filed provisionally under seal at ECF No.  
178)**

## Morgan Stanley ABS Capital I 2005-NC2

## Flow of Funds - Gross Proceeds

<u>Class</u>	<u>Rating</u> <u>Moody's/S&amp;P/Fitch</u>	<u>Size</u>	<u>Pct.</u>	<u>Price to</u> <u>Investors</u>	<u>Proceeds</u>
A-1ss	Aaa/AAA/AAA	\$273,920,000	18.83%	100.000000%	\$273,920,000.00
A-1mz	Aaa/--/AAA	\$68,481,000	4.71%	100.000000%	\$68,481,000.00
A-2ss	Aaa/AAA/AAA	\$235,870,000	16.21%	100.000000%	\$235,870,000.00
A-2mz	Aaa/--/AAA	\$58,968,000	4.05%	100.000000%	\$58,968,000.00
A-3a	Aaa/AAA/AAA	\$315,000,000	21.65%	100.000000%	\$315,000,000.00
A-3b	Aaa/AAA/AAA	\$109,586,000	7.53%	100.000000%	\$109,586,000.00
A-3c	Aaa/AAA/AAA	\$92,500,000	6.36%	100.000000%	\$92,500,000.00
A-3mz	Aaa/--/AAA	\$57,454,000	3.95%	100.000000%	\$57,454,000.00
M-1	Aa1/AA/AA+	\$48,771,000	3.35%	100.000000%	\$48,771,000.00
M-2	Aa2/AA/AA	\$44,269,000	3.04%	100.000000%	\$44,269,000.00
M-3	Aa3/AA-/AA-	\$24,761,000	1.70%	100.000000%	\$24,761,000.00
M-4	A1/A+/A+	\$27,012,000	1.86%	100.000000%	\$27,012,000.00
M-5	A2/A/A	\$23,260,000	1.60%	100.000000%	\$23,260,000.00
M-6	A3/A-/A	\$22,510,000	1.55%	100.000000%	\$22,510,000.00
B-1	Baa1/BBB+/BBB+	\$18,758,000	1.29%	100.000000%	\$18,758,000.00
B-2	Baa2/BBB/BBB	\$17,258,000	1.19%	100.000000%	\$17,258,000.00
B-3	Baa3/BBB-/BBB-	\$16,507,000	1.13%	100.000000%	\$16,507,000.00
<b>Total</b>		\$1,454,885,000		<u>Proceeds</u>	\$1,454,885,000.00
<b>NIM</b>					
NIM	BBB/BBB+	\$0	0.00%	99.750000%	\$0.00
<b>Total</b>		\$0		<u>Proceeds</u>	\$0.00
<b>Total</b>		\$1,454,885,000		<u>Total Proceeds</u>	\$1,454,885,000.00
<b>Total Collateral</b>		1,488,364,434	Ops actual collat balance (TBD)		
		1,500,655,452	Scheduled for Bond sizing		
		(12,291,018.00)	Cash returned in 1st remittance from trustee / (paid as shortfall)		
					96.95%

## Morgan Stanley ABS Capital I 2005-NC2

### Morgan Stanley Wiring Instructions - April 29, 2005

PartyWiring Instructions

<b>Deutsche Bank</b>		Amount:	<b>\$12,291,018.00</b>
Cap Int Acct	-	ABA #:	REDACTED
Prefunding Amount	-	Account #:	REDACTED
Collateral Shortfall	12,291,018.00	Account Name:	
Interest on Loan Repurchased	-	Deal Name:	MS ABS 2005-NC2
	<u>\$12,291,018.00</u>	Bank:	Bankers Trust
		Attn:	Eiko Akiyama

<b>Deutsche Bank</b>		Amount:	<b>\$0.00</b>
NIM Reserve Account	-	ABA #:	REDACTED
	<u>\$0.00</u>	Account #:	REDACTED
		Account Name:	MS ABS 2005-NC2
		Bank:	Bankers Trust
		Attn:	Eiko Akiyama

<b>Morgan Stanley Internal Transfer</b>		Amount:	<b>\$1,524,537,896.12</b>
		ABA #:	REDACTED
		Account #:	REDACTED
		Account Name:	MSDWMC
		Bank:	Citibank of NYC
		Attn:	Kevin J. Hyland
		Re:	MS ABS 2005-NC2

<b>Utendahl Capital Partners L.P.</b>		Amount:	<b>\$10,000.00</b>
		ABA #:	REDACTED
		Account #:	REDACTED
		Account Name:	Utendahl Capital Partners L.P.
		Bank:	Chase Manhattan Bank
		Attn:	
		Re:	MS ABS 2005-NC2

<b>Countrywide Securities Corp.</b>		Amount:	<b>\$0.00</b>
		ABA #:	
		Bank:	
		Account #:	
		F/B/O:	
		Account #:	
		Attn:	
		Re:	MS ABS 2005-NC2

## Morgan Stanley ABS Capital I 2005-NC2

## Flow of Funds

Gross Proceeds on Offered Bonds	\$	1,454,885,000.00		97.75	RECEIVED?	Carry to 04/29
Post NIM mark		5.77672%		NO		
Gross Proceeds on Post NIM	\$	85,978,645.94		5.78		
Less:						
Capitalized Interest Account	-					Date
Pre-Funding Account	-					NWAC
Collateral Shortfall						Financing
Interest on Loan Repurchased (1-month)						Settle
NIM Reserve Account	-			True		4/29/2005
Underwriting Fee	727,442.50			0.05	Expense excl cap	0.22
Residual Reserve	450,000.00			0.03		TRR Carry
Deal Expenses	\$1,245,094.90			0.08		Post-NIM
Non-deal Expenses	377,240.15			0.03		
Shelf Fees	149,628.27			0.01		
Broken Prices	11,510.00			0.06		
Reserves for Expenses	950,000.00			-		
Reserves - Extra	-			-	Reserving	
TRR carry reserve	-			-	Realizing	
Payment/Receivable on Swaps						
Co-Managers						
Utendahl Capital Partners L.P.	10,000.00					
Countrywide Securities Corp.	113,816.00					
						Payment to be made Later
<b>Net Proceeds Due SPG Principal Group</b>	<b>\$</b>	<b>1,524,537,896.12</b>				
Funds expected back after closing	-					(Cap Int +Prefunding +NIM reserve)
Total funds expected to be received	<b>1,524,537,896.12</b>					
Estimated Price (Net funds divided by UPB + prefund)	102.45576%					**Does not include non-deal expenses**
Accrued Interest paid	(0.51590%)					**WL Ops to provide**
Net price	101.93986%					
Current mark on loans	101.93985%					**Jansen to provide**
P&L (%)	0.00001%					
P&L (\$)	142.12					
HIDDEN ROWS BELOW						
						5.77671%

HIDDEN ROWS BELOW	
Mark Pre-Price	104.17000%
Carry	0.44000%
Pre-Price Mark at Close	103.73000%
New Mark	101.93985%
P&L	(1.79015%)
P&L (\$)	(26,643,939.55)
Underwriting	727,442.50
Total P&L (\$\$)	(25,916,497.05)

## Morgan Stanley ABS Capital I 2005-NC2

## Morgan Stanley Wiring Instructions - April 29, 2005

<u>Secondary Wires After Closing</u>	<u>Bank</u>	<u>ABA #</u>	<u>ACCT#</u>	<u>DEAL</u>	<u>COMMENTS</u>	<u>Invoice Number</u>
Less Moody's Fee	\$220,087.00 SunTrust Bank	REDACTED	REDACTED	MS ABS 2005-NC2		
Less Standard & Poors Fee:	\$143,000.00 Bank of America	REDACTED	REDACTED	MS ABS 2005-NC2		
Less Fitch Fee:	\$140,000.00 Chase Manhattan Bank	REDACTED	REDACTED	MS ABS 2005-NC2		
Less Deloitte Fee:	\$46,000.00 Chase Manhattan Bank	REDACTED	REDACTED	MS ABS 2005-NC2	Flat fee paid at close	
Less Deutsche Bank Fee:	\$5,007.90 Bankers Trust	REDACTED	REDACTED	MS ABS 2005-NC2		
Less Someschein Fee:	\$6,000.00 Citibank, N.A.	REDACTED	REDACTED	MS ABS 2005-NC2	Flat fee paid at close	
Less MSCS Fee:	685,000.00 Citibank, N.A.	REDACTED	REDACTED	MS ABS 2005-NC2		
<b>Total Current Expenses:</b>	<b>\$1,245,094.90</b>					
Less Doremus Fee:	24,240.15 HSBC Bank U.S.A	REDACTED	REDACTED	MSAC 2005-HIE2		Invoice #: 503122
Less Standard & Poors Fee:	\$10,000.00 Bank of America	REDACTED	REDACTED	MSAC 2005-HIE1		Invoice #: 10402407
Less Standard & Poors Fee:	\$10,000.00 Bank of America	REDACTED	REDACTED	MSHEL 2005-1		Invoice #: 10402406
Less CWT Fee:	\$110,000.00 JPMorgan Chase	REDACTED	REDACTED	MSAC 2005-WMC2		Invoice #: 663109
Less CWT Fee:	\$110,000.00 JPMorgan Chase	REDACTED	REDACTED	MSAC 2005-HIE2		Invoice #: 663108
Less DBRS Fee:	\$38,000.00 JPMorgan Chase	REDACTED	REDACTED	MSAC 2005-WMC2		Invoice #: 7763
Less Fitch Fee:	\$75,000.00 Chase Manhattan Bank	REDACTED	REDACTED	MS ABS 2005-NC2		Invoice #: 50198RM
<b>Other Expenses</b>	<b>\$377,240.15</b>					

CONFIDENTIAL

MS02696849

# Morgan Stanley ABS Capital I 2005-NC2

## Loan Repurchase and Shortfall

Seller	Loan ID	Principal Balance	Interest Rate	Interest	Total to Trust	Reason
GRP I	-	202.78	0.000%	-	202.78	Loans subbed
GRP II		250.87	0.000%	-	250.87	Loans subbed
GRP III		12,290,564.35	0.000%	-	12,290,564.35	Loans subbed
		12,291,018.00		-	12,291,018.00	

-

## Morgan Stanley ABS Capital I 2005-NC2

### Flow of Funds - Broken Price and Swaps

Broken Price				
<u>Class</u>	<u>Size (MM)</u>	<u>Offer Price</u>	<u>Broken Price</u>	<u>Value</u>
A-3c	10,000	100.000000%	99.88490%	11,510.000000
M3	-	100.000000%	99.27150%	-
<b>Total</b>				<b>11,510.00</b>